

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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 IN RE VEECO INSTRUMENTS INC. : No. 7:05-MD-01695-CM
 SECURITIES LITIGATION :
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 THIS DOCUMENT RELATES TO: :
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 EDWARD J. HUNEKE, derivatively on behalf :
 of VEECO INSTRUMENTS, INC., : No. 7:05-CV-10224-CM
 Plaintiff, :
 v. :
 EDWARD H. BRAUN, et al., :
 Defendants. :
 -----x
 AUGUST SCHUPP, III, derivatively on behalf :
 of VEECO INSTRUMENTS, INC., : No. 7:05-CV-10225-CM
 Plaintiff, :
 v. :
 EDWARD H. BRAUN, et al., :
 Defendants. :
 -----x
 DAVID ALTMAN, derivatively on behalf :
 of VEECO INSTRUMENTS, INC., : No. 7:05-CV-10226-CM
 Plaintiff, :
 v. :
 EDWARD H. BRAUN, et al., :
 Defendants. :
 -----x

**DECLARATION OF ROBERT F. SERIO IN SUPPORT OF DEFENDANTS'
 MOTION TO DISMISS PLAINTIFFS' CONSOLIDATED
AMENDED VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

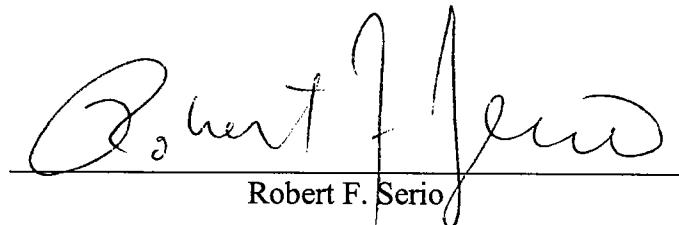
May 5, 2006

GIBSON, DUNN & CRUTCHER LLP
 200 Park Avenue
 New York, New York 10166

ROBERT F. SERIO declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner of the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Edward H. Braun, Peter J. Simone, Richard J. D'Amore, Joel A. Elftmann, Heinz K. Fridrich, Douglas A. Kingsley, Paul R. Low, Roger D. McDaniel, Irwin H. Pfister, and Walter J. Scherr and Nominal Defendant Veeco Instruments Inc. in this action.
2. Attached hereto as Exhibit A is a true and correct copy of the Form 8-K filed for Veeco Instruments Inc. on February 11, 2005.
3. Attached hereto as Exhibit B is a true and correct copy of the Form 10-K filed for Veeco Instruments Inc. for the year ended December 31, 2004.

Executed on May 5, 2006.



A handwritten signature in black ink, appearing to read "Robert F. Serio", is written over a horizontal line. Below the signature, the name "Robert F. Serio" is printed in a smaller, sans-serif font.